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A T T O R N E Y S

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RECORDATION NO. 22320-E FILED
OCT 13 '99 2-10 PM

October 13, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

~~10-6-99~~ The document is a Memorandum of Lease Agreement, a secondary document, dated as of ~~September 27, 1999~~. The primary document to which this is connected is recorded under Recordation No. 22320. We request that one copy of this document be recorded under Recordation No. 22320-E.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

J.R. Simplot Company
323 Lafond Street
Caldwell, ID 83605

A description of the equipment covered by the Memorandum of Lease Agreement consists of six tank cars numbered JRSX 11105, 11109, 11122, 11132, 11134, and 11135.

BALL JANIK LLP

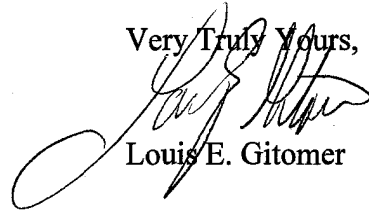
Honorable Vernon A. Williams
October 13, 1999
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and J.R. Simplot Company, 323 Lafond Street, Caldwell, ID 83605, covering six tank cars numbered JRSX 11105, 11109, 11122, 11132, 11134, and 11135.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is fluid and cursive, with a large loop at the end.

Louis E. Gitomer

Enclosures

RECORDATION NO. 22320-E FILED
OCT 13 '99 2-10 PM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

J.R. SIMPLOT COMPANY
October 6, 1999

Memorandum of a Lease Agreement made and entered into as of October 6, 1999 by and between Banc One Leasing Corporation ("Lessor") and J.R. Simplot Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By: Erin Adams

Title: Funding Authority

Date: 10/12/99

Lessee: J.R. Simplot Company

By: Shawn L. Morrison

Title: Sr VP and CEO

Date: October 6, 1999

STATE OF

COUNTY OF

On this 6 day of October, 19 99, before me personally appeared Dennis Mogensen, to me personally known, who being by me duly sworn, says that he/she is the Senior Vice-President of J.R. Simplot Company that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his/her free act and deed.

Janene G. Kattner
NOTARY PUBLIC

My commission expires: 5/31/02

STATE OF

COUNTY OF

On this 12th day of Oct, 1999, before me personally appeared Erin Adams, to me personally known, who being by me duly sworn, says that he/she is the Funding authority of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and acknowledged that the execution of the said instrument was his/her free act and deed.



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 15, 2001

Laura A. Noble
NOTARY PUBLIC

My commission expires:

EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

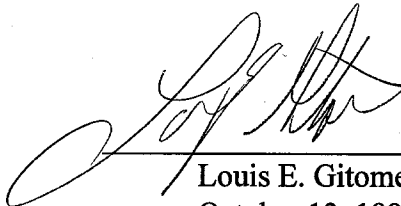
J.R. SIMPLOT COMPANY

Six (6) Union Tank Rail Cars bearing the following marks and numbers

JRSX 11105
JRSX 11109
JRSX 11122
JRSX 11132
JRSX 11134
JRSX 11135

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of October 6, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
October 13, 1999